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WASHINGTON, D.C.

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RECEIVED
OFFICE OF
SECRETARY
MAY 9 1 24 PM '94
LICENSING BRANCH
OF COUNSEL
URBAN A. LESTER

0100216027

RECORDATION NO. 18788-A FILED 1425

May 9, 1994

MAY 9 - 1994 - 1 35 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed copies of a Termination of Agreement, dated May 9, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Interim User Agreement, dated as of April 25, 1994, which was filed with the Commission under Recordation Number 18788.

The names and addresses of the parties to the enclosed document are:

Owner: Johnstown America Corporation
17 Johns Street
Johnstown, Pennsylvania 15901

User: Kansas City Power & Light Company
1201 Walnut Street
Kansas City, Missouri 64106-2124

A description of the railroad equipment covered by the enclosed document is attached to the Termination of Agreement as Schedule I.

Handwritten signatures:
E. M. Lewis
C. [illegible]

Mr. Sidney L. Strickland, Jr.
May 9, 1994
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/9/94

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord & Alvord
918 16th St. N.W. Suite 200
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 5/9/94 at 1:35pm, and assigned
recording number(s). 18788-A

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

TERMINATION OF AGREEMENT

RECORDATION NO. 18788-A
FILED 1425
MAY 9 - 1994 - 1 35 PM
INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF AGREEMENT, made this 9th day of May, 1994, by and between Johnstown America Corporation, a Delaware corporation ("Johnstown"), and Kansas City Power & Light Company, a Missouri corporation ("KCP&L").

WHEREAS, Johnstown and KCP&L are parties to an Interim User Agreement, dated as of April 25, 1994 (the "Agreement"); and

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on April 28, 1994, at 3:15 p.m. and given Recordation Number 18788; and

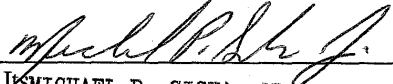
WHEREAS, Johnstown and KCP&L desire to terminate and cancel the Agreement with respect to the equipment described herein and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, KCP&L and Johnstown, intending to be legally bound, agree as follows:

1. KCP&L and Johnstown hereby terminate and cancel the Agreement, effective May 9, 1994 with respect to the equipment described on Schedule 1 attached hereto (hereinafter, the "Terminated Equipment"), and KCP&L and Johnstown hereby agree that no rights, duties or liabilities under the Agreement with respect to such Terminated Equipment shall survive the termination and cancellation of the Agreement, except with respect to acts, events, or omissions occurring on or prior to the date hereof.
2. The parties agree to this Termination of Agreement with the ICC so as to release any lien against the Terminated Equipment created by or arising out of the Agreement.
3. This Termination of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Agreement.

IN WITNESS WHEREOF, Johnstown and KCP&L have caused this Termination of Agreement to be executed, as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION, a
Delaware corporation

By 
MICHAEL P. SISK, JR.
DIRECTOR, MARKETING & SALES ADMINISTRATION

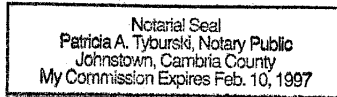
KANSAS CITY POWER & LIGHT COMPANY, a
Missouri corporation

By _____
Its

STATE OF Pennsylvania)
) SS.:
COUNTY OF Cambria)

On this, the 6 day of May, 1994, before me, a Notary Public in and for said County and State, personally appeared Michael P. Siska, Jr., the Dir. Mkt. & Sales Adm. of JOHNSTOWN AMERICA CORPORATION, who acknowledged herself/himself to be a duly authorized officer of JOHNSTOWN AMERICA CORPORATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Patricia A. Tyburski
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of May, 1994, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of KANSAS CITY POWER & LIGHT COMPANY, who acknowledged herself/himself to be a duly authorized officer of KANSAS CITY POWER & LIGHT COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

SCHEDULE 1
TO TERMINATION OF AGREEMENT

285 Aluminum BethGon Coalporter Cars

(All Inclusive)

KCLX 794002
KCLX 794015-794016
KCLX 794079
KCLX 794095
KCLX 794098
KCLX 794102-794250
KCLX 91121-91125
KCLX 394001-394125

IN WITNESS WHEREOF, Johnstown and KCP&L have caused this Termination of Agreement to be executed, as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION, a
Delaware corporation

By _____
Its

KANSAS CITY POWER & LIGHT COMPANY, a
Missouri corporation

By B. J. Beaudoin
Its Senior Vice President

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of May, 1994, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of JOHNSTOWN AMERICA CORPORATION, who acknowledged herself/himself to be a duly authorized officer of JOHNSTOWN AMERICA CORPORATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

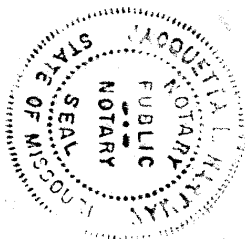
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF MISSOURI)
) SS.:
COUNTY OF JACKSON)

On this, the 6th day of May, 1994, before me, a Notary Public in and for said County and State, personally appeared B. J. Beaudoin, the Senior Vice President of KANSAS CITY POWER & LIGHT COMPANY, who acknowledged herself/himself to be a duly authorized officer of KANSAS CITY POWER & LIGHT COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Jacquetta L. Hartman
Notary Public **JACQUETTA L. HARTMAN**
My Commission Expires: **NOTARY PUBLIC STATE OF MISSOURI**
Residing in _____ **RAY COUNTY**
MY COMMISSION EXP. APR. 8, 1996

SCHEDULE 1
TO TERMINATION OF AGREEMENT

285 Aluminum BethGon Coalporter Cars

(All Inclusive)

KCLX 794002
KCLX 794015-794016
KCLX 794079
KCLX 794095
KCLX 794098
KCLX 794102-794250
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